Notice of Exempt
Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)
Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

OMB Number: 3235-0076 Expires: February 28, 2009

Estimated average burden hours per response: 4.00

Imagnx, Inc. Jurisdiction of Incorporation/Organization Delaware Limited Partner Limited Lim	ssuer's Identity	<u>-</u>		
Imagnx, Inc. Jurisdiction of Incorporation/Organization Limited Partner Limited Liability Limited Partner Limited Liability Limited Partner Limited Liability Limited Partner Business Trust Director Delaware Business Trust Director Delaware Del	lssuer	Previous Name(s)	None	Entity Type (Select one)
Limited Liability Delaware			<u>N</u>	Corporation
General Partner General Pa	ion of Incorporation/Organization	· · · · · · · · · · · · · · · · · · ·		Limited Partnership
Business Trust Charles (Specify year) Cover Five Years Ago Within Last Five Years (Specify year) 2008 Vet to Be Formed Charles (Specify year) Charles (Specify year) 2008 Vet to Be Formed Charles (Specify year) Charles (Spe	re	<u> </u>		Limited Liability Company
Other (Specify) Other (Spe			<u> </u>	
Over Five Years Ago Within Last Five Years (specify year) If more than one Issuer is filling this notice, check this box and identify additional Issuer(s) by attaching Items I and 2 Continuate them 2. Principal Place of Business and Contact Information Street Address 1 Street Address 2 Items Indicates 2 Items Indicates 3 Items Indicates 42 Items Indicates 42 Items Indicates 42 Items Indicates 43 Items Investing I				 <u></u>
If more than one Issuer is filling this notice, check this box and identify additional Issuer(s) by attaching Item 2 And 2 Continuate Item 2. Principal Place of Business and Contact Information Street Address 2 The Continuation 2 Treet Address 2	Five Years Ago (Within Last Five Years)	nns C Ye	et to Be Formed	
Street Address 2 302 Waugh Drive, Suite 842	(cnecity year)			
Street Address 2 1302 Waugh Drive, Suite 842	an one issuer is filing this notice, check thi	s box 🔲 and identif	y additional issuer(s) by a	nttaching Items (and 2 Continuation Page(s).)
1302 Waugh Drive, Suite 842	Thicipal Flace of Dusiness dilu C	ontact Informat		
Houston Texas Tro19 Texas Texas Tro19 Texas	Idress 1		Street Address 2	
First Name	augh Drive, Suite 842			THE MERCALISCES PAR
Lebovitz Russell M. Street Address 1 Street Address 2 M. Street Address 1 Street Address 2 M. Stree	State	/Province/Country	ZIP/Postal Code	Phone No.
Last Name First Name Russell M.	1 Texa	5	77019	(281) 802-4776
Last Name First Name Russell M.				
Street Address 1 Street Address 2 1302 Waugh Drive, Suite 842	 	First Name		Middle Name
Street Address 1 1302 Waugh Drive, Suite 842 City State/Province/Country Texas T7019 Texas T7019 Title (Identify additional related persons by checking this box and attaching Item 3 Continuate em 4. Industry Group (Select one) Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investing Investing Investing Investing Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Other Insurance Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Health Insurance Hospitals & Physicians Telecommunication Other Technology Health Insurance Hospitals & Physicians Title Title Title Title Title Total Total Title Total Total Title Total Total Title Total Title Total Title Total Title Total Title Total Title Total	z	Russell		M.
City State/Province/Country ZIP/Postal Code Houston Texas 77019 Relationship(s): Executive Officer Director Promoter	dress 1		Street Address 2	
City State/Province/Country ZIP/Postal Code Houston Texas 77019 Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) (Identify additional related persons by checking this box and attaching Item 3 Continuate em 4. Industry Group (Select one) Agriculture Banking and Financial Services (Construction Residential Insurance (Investing) (Investing) (Investment Banking) (Investment Banking) (Investment Banking) (Investment Banking) (Investment Banking) (Investment Fund) (If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund (Investment Fund)	augh Drive, Suite 842			ાગા જિલ્લા
Relationship(s):		Province/Country	ZIP/Postal Code	रिराणि
Relationship(s):	Texas		77019	7/K 1026
Clarification of Response (if Necessary) (identify additional related persons by checking this box and attaching item 3 Continual em 4. Industry Group (Select one) Agriculture Banking and Financial Services Commercial Banking Electric Utilities Residential Insurance Coal Mining Coal Mining Other Real Estate Investing Coal Mining Environmental Services Restaurants Pooled Investment Banking Environmental Services Restaurants If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Health Insurance Venture Capital Fund Pharmaceuticals Other Investment Fund Pharmaceuticals		ctor D Promoter		" " " G ZL
Construction Cons				94 san man 1
Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Investment Fund Private Equity Fund Other Investment Fund Other Investment Fund Venture Capital Fund Other Investment Fund Investment Fund Pharmaceuticals Business Services Energy Construction Residential Other Real Estate Residential Other Real Estate Other Real Estate Restaurants Technology Computers Telecommunication Other Technology Health Insurance Pharmaceuticals	on of Response (if Necessary)			vernagoa, 199
Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Health Insurance Venture Capital Fund Other Investment Pharmaceuticals RefITS & Finance Residential Other Real Estate Retailing Restaurants Technology Computers Technology Computers Telecommunication Other Technology The Investment Fund Pharmaceuticals	ndustry Group (Select one)	O. Budana		
Commercial Banking Insurance Investing Investment Banking Investment Banking Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Health Care Hedge Fund Private Equity Fund Venture Capital Fund Other Real Estate Residential Other Real Estate Restaurants Technology Restaurants Technology Computers Technology Computers Telecommunication Biotechnology Health Insurance Hospitals & Physcians Pharmaceuticals		\sim	, Del Vices	
Investing Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Health Care Private Equity Fund Private Equity Fund Other Investment Fund Other Investment Fund Medical Estate Retailing Restaurants Technology Computers Technology Computers Telecommunication Biotechnology Health Insurance Hospitals & Physcians Pharmaceuticals	Commercial Banking			Residential
Investment Banking Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Hospitals & Physcians Pharmaceuticals Environmental Services Retailing Restaurants Technology Computers Telecommunication Other Technology Health Insurance		\mathcal{L}		Other Real Estate
Pooled Investment Fund If selecting this industry group, also select one fund type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Other Energy Computers Technology Computers Telecommunication Other Investment Fund Pharmaceuticals			-	Retailing
type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Pharmaceuticals Computers Telecommunication Other Energy Computers Telecommunication The Investment Fund Pharmaceuticals	·	\sim		
Health Care Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issues resistance of the light of the investment of the in		and Othe	r Energy	
Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Pharmaceuticals Biotechnology Health Insurance Hospitals & Physicians Pharmaceuticals	•			Telecommunications
Venture Capital Fund Other Investment Fund Pharmaceuticals Telegraphic Pharmaceuticals (1999)	₹ *		•	9
Other Investment Fund Pharmaceuticals				
In the increase of as an increase of the second as a s	<u> </u>		•	SECOND STATE OF THE STATE OF THE SECOND STATE
The state of the Investment Comments				
company under the Investment Company Act of 1940? Yes No Manufacturing		○ Manufac	turing	
Other Banking & Financial Services Real Estate 09035	•			09035655

U.S. Securities and Exchange Commission Washington, DC 20549

Item 5. Issuer Size (Select one)		
Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)		Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in
No Revenues	OR	tem 4 above) No Aggregate Net Asset Value
\$1-\$1,000,000		() \$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
 Decline to Disclose 		O Decline to Disclose
O Not Applicable		Not Applicable
item 6. Federal Exemptions and Exclusions Clai	med (Sele	ect all that apply)
	vestment Comp	any Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)	(1) Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(c)	(2) Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(c)	(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)	(4) Section 3(c)(12)
Rule 505	Section 3(c)	(5) Section 3(c)(13)
Rule 506 Securities Act Section 4(6)	Section 3(c)	(6) Section 3(c)(14)
Securities Act Section 4(0)	Section 3(c)	
Item 7. Type of Filing		
New Notice OR	t	
Date of First Sale in this Offering: February 19, 2009	OR 🗆 '	First Sale Yet to Occur
Item 8. Duration of Offering		
Does the issuer intend this offering to last more than o	one year?	Yes No
Item 9. Type(s) of Securities Offered (Select a	II that apply)
	Pooled Ir	nvestment Fund Interests
☐ Debt	☐ Tenant-i	n-Common Securities
Ontion Marrant or Other Bight to Assuite	Mineral f	Property Securities
Option, Warrant or Other Right to Acquire Another Security	Other (De	escribe)
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security		
Item 10. Business Combination Transaction		
Is this offering being made in connection with a busines transaction, such as a merger, acquisition or exchange offer?		☐ Yes 区 No
Clarification of Response (if Necessary)		
		•

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Washington, DC 20549

tem 11. Minimur	n Inves	stme	ent													
Minimum investme	nt accep	ted fr	om an	y out	tside i	investor	\$	1,000	.00							
tem 12. Sales Co	ompen	sati	on													
ecipient								Reci	pient CR	D Nui	mber					
															No CRD I	Number
Associated) Broker or D	ealer		<u></u>	None	:			(Asso	ociated)	Broke	r or De	aler CRD N	umber	, 		
															No CRD I	Number
Street Address 1	<u> </u>						\neg	Street	Address	52						
City						State/Pro	 ovince/	Count	ry Z	IP/Pc	stal Co	de				
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States of Solicitation		Ali St	ates		······································										*****	
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RI SC	SD		TN			<u></u> "и	_	VT	☐ VA] WA	□ w	_	WI	□ wy	PR
(Ider	ntify addi	tional	l person	n(s) b	eing p	oaid comp	ensatio	on by o	checking	this l	box _	and attac	hing It	tem 12	Continua	tion Page(s)
Item 13. Offering	g and S	Sale	s Am	our	ıts											
(a) Total Offering Amount \$816,677.00									OR	П	Indef	finite				
(b) Total Amount S				\$ 14	19,999	9.95										
(n) Total Damaining to be Cold				\$ 666,677.05							OR			C-14-		
(Subtract (a) fro Clarification of Resp		Veress		. [j On	Ц	ınae	finite	
	701.00 (71.		,,													
Item 14. Investo																
Check this box [] if		es in t	he offer	rina l	have h	een or ma	v be s	old to	nersons	who	do not e	nualify as a	ccredi	ted inv	estors, and	d enter the
number of such nor	n-accredit	ted in	vestors	who	alrea	dy have in	vested	l in the	offering	;		144]			
										_			_1			
Enter the total num	ber of in	vesto	rs who	alrea	dy ha	ve investe	d in th	e offer	ing:	1						
ltem 15. Sales C	ommis	sior	ıs and	d Fi	inde	rs' Fees	s Exp	ense	: S							
Provide separately t	the amou	ints of	f sales c					-		fany.	If an a	mount is n	ot kno	wn, pr	ovide an e	estimate and
CHECK THE BOX HEXT	to the an	iiouiii					S:	ales Co	ommissio	ne \$		· · · · · · · · · · · · · · · · · · ·		7	Estim	****
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Clarification of Respo	onse (if Ne	ecessa	ry)					Fi	nders' Fe	es \$				ل	Estim	iate
L																

number.

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Item 16. Use of Proceeds								
Provide the amount of the gross proceeds of the offering that has been used for payments to any of the persons required to be named as directors or promoters in response to Item 3 above. If the amount is usestimate and check the box next to the amount.	executive officers, \$	Estimate						
Clarification of Response (if Necessary)								
Signature and Submission								
Please verify the information you have entered and review the	e Terms of Submission below before signing and s	ubmitting this notice.						
Terms of Submission. In Submitting this notice, each	identified issuer is:							
Notifying the SEC and/or each State in which this r	notice is filed of the offering of securities described	and						
undertaking to furnish them, upon written request, in accord	J	-						
Irrevocably appointing each of the Secretary of the	Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of							
the State in which the issuer maintains its principal place of	business and any State in which this notice is filed,	as its agents for service of						
process, and agreeing that these persons may accept service	process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that							
	such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought							
against the issuer in any place subject to the Jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any								
•	activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the							
provisions of: (I) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment								
Company Act of 1940, or the Investment Advisers Act of 194	· · · · · · · · · · · · · · · · · ·	utes; or (ii) the laws of the						
State in which the issuer maintains its principal place of busi Certifying that, if the issuer is claiming a Rule 505 e	•	a on Rule 505 for one of						
the reasons stated in Rule 505(b)(2)(iii).	xemption, the issuer is not disquained from reign	g on <u>nate 303 for one or</u>						
* This undertaking does not affect any limits Section 102(a) of the N	lational Securities Markets Improvement Act of 1996 ("NS	MIA") [Pub. L. No. 104-290,						
110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to rec								
"covered securities" for purposes of NSMIA, whether in all instances routinely require offering materials under this undertaking or other								
so under NSMIA's preservation of their anti-fraud authority.	, , , , , , , , , , , , , , , , , , , ,							
		•						
Each identified issuer has read this notice, knows the content								
undersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.)	nd attach Signature Continuation Pages for signati	res of issuers identified						
aritem i above but not represented by signer below.								
lssuer(s)	Name of Signer							
Imagnx, Inc.	Russell M. Lebovitz							
Signature	Title							
* RWM	President and Chief Executive Officer							
		Date						
Number of continuation plages attached: 1		February 25 , 2009						
Persons who respond to the collection of information contained in	this form are not required to respond unless the form	displays a currently valid OMB						

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 3 Continuation Page

Last Name	First Name		Middle Name
Watkins	Daniel		M.
Street Address 1		Street Address 2	
One Greenway Plaza, Suite 9	930		
City	State/Province/Country	ZIP/Postal Code	
Houston	Texas	77046	
Relationship(s): Executive	ve Officer 🔀 Director 📋 Promoter		
Clarification of Response (if Nec	essary)		
Last Name	First Name		Middle Name
Street Address 1		Street Address 2	
City	State/Province/Country	ZIP/Postal Code	•
Relationship(s): Executiv	ve Officer Director Promoter		
Clarification of Response (if Nec			
Clarification of Nesponse (in Nes		- · · · · · · · · · · · · · · · · · · ·	
		_ -	
Last Name	First Name		Middle Name
			J
Street Address 1		Street Address 2	
City	State/Province/Country	ZIP/Postal Code	
Relationship(s): Executiv	ve Officer Director Promoter		
Clarification of Response (if Nec	essary)		
Last Name	First Name		Middle Name
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Street Address 1		Street Address 2	
City		ZIP/Postal Code	
Polationship/ala	un Officer Director Dram-to-		
• •	ve Officer Director Promoter		
Clarification of Response (if Nec	essary)		

(Copy and use additional copies of this page as necessary.)

